AFTER RECORDING, RETURN TO:

Name:

Idaho Department of Parks and Recreation

Address: P.O. Box 83720

Boise, Idaho 83720-0065

447167

QUITCLAIM DEED

(Shoshone County)

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, Grantor, in consideration of the sum of Ten Dollars (\$10.00), and other valuable consideration to it duly paid, the receipt whereof is hereby acknowledged, does hereby REMISE, RELEASE and forever QUITCLAIM unto the State of Idaho, Department of Parks and Recreation, by and through the Idaho Park and Recreation Board, whose address is P.O. Box 83720, Boise, Idaho 83720-0065, Grantee, and unto its successors and assigns forever, all of Grantor's right, title, interest, estate, claim and demand, both at law and in equity, of, in, and to the right-of-way of the rail-banked Wallace and Mullan branches of Grantor situated in Shoshone County, Idaho, as more particularly described in Exhibit 1, hereto attached and hereby made a part hereof (hereinafter the "Property").

TOGETHER with all and singular the hereditaments and appurtenances thereunto belonging; TO HAVE AND TO HOLD, subject to the aforesaid provisions, the Property unto the said Grantee and unto its successors and assigns.

This Deed is made subject to the terms and conditions contained in the Decision and Certificate of Interim Trail Use or Abandonment served by the Surface Transportation Board on June 22, 2000, in Docket No. AB-33 (Sub-No. 70), as extended, including but not limited to, the rail-bank interim trail use conditions imposed in said Decision pursuant to the National Trails System Act, 16 U.S.C. 1247(d), 49 CFR 1152.29, and the Consent Decree entered by Judge Lodge of the United States District Court for the District of Idaho on August 25, 2000 (United States of America and State of Idaho v. Union Pacific Railroad Company, Case No. CV 99-0606-N-EJL; Coeur d'Alene Tribe v. Union Pacific Railroad Company, Case No. CV 91-0342-N-EJL).

Grantor, Federal ID No. 94-6001323, is not a foreign corporation and withholding of Federal Income Tax from the amount realized will not be made by Grantee. A Certification prepared in conformance with IRS regulations under Section 1445 of the Internal Revenue Code is provided as **Exhibit 7**, hereto attached and hereby made a part hereof.

IN WITNESS WHEREOF, the Grantor has caused this deed to be duly executed as of the 1st day of September, 2008.

Attest:

UNION PACIFIC RAILROAD COMPANY

Assistant Secretary

(Seal)

<u>ACKNOWLEDGMENT</u>
STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.
On this 29 day of August, 2008, before me, a Notary Public in and for said County and State, personally appeared TONY K. LOVE and who are the Assistant Vice President - Real Estatend the Assistant
Secretary, respectively, of Union Pacific Railroad Company, a Delaware corporation, and who are personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to in the within instrument, and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.
WITNESS my hand and official seal.
Notary Public
(Seal)
GENERAL NOTARY - State of Nebraska LISA L. BURNSIDE My Comm. Exp. Dec. 20, 2009

Exhibit 1

ALL RIGHT, TITLE AND INTEREST IN AND TO THAT PORTION OF THE RIGHT OF WAY OF THE RAIL-BANKED WALLACE AND MULLAN BRANCHES OF THE UNION PACIFIC RAILROAD COMPANY SITUATED IN SHOSHONE COUNTY, IDAHO IN, OVER AND ACROSS THE FOLLOWING LEGAL SUBDIVISIONS:

SUBDIVISION	SECTION	TOWNSHIP	RANGE	MERIDIAN
NW¼	34	49N	1E	BOISE
SE4SW4 and E½	27	"	66	66
N1/2 and NW1/4SW1/4	26	"	**	66
W1/2 and SW1/4SE1/4	25	"	"	66
N½NE¼	36	u	"	66
N½NW¼ and E½NE¼	31	"	2E	46
S1/2S1/2	30	"	"	66
S½N½ and N½S½	32	"	66	• •
SW¼ and S½SE¼	33	u	"	66
S½S½	34		"	"
S½S½	35	"	"	"
SW¼SW¼	36	66	"	66
N½NE¼	3	48N	2E	"
N½NW¼ and NE¼	1	66	"	"
S½NW¼ and SE¼NE¼ and N½SE¼	6		3E	66
S½	5	66	"	"
S½S½	4	66	"	46

N½NW¼ and NW¼NE¼	9	"	"	44	
S½S½	3	66	66		
NE4NE4	10	"		66	
W1/2 and S1/2SE1/4	11	46	"	46	
NE¼NE¼	14	46	66	66	
NW¼ and S½NE¼ and N½SE¼	13	"	"	"	
SW1/4 and SW1/4SE1/4	18	"	4E	66	
N½NE¼	19	64		"	
NW¼ and NE¼SW¼ and SE¼	20		66	(t	
S½	21	44	«		
NE4NE4	28	66	u	46	
NW1/4 and S1/2	27	56	"	46	
NE4NE4	34	46	"	"	
S½S½	26	"	"		
N½NW¼	35	"		"	
N½NE¼	36	66	••	66	
S½ 25 " " " " " (The northern boundary of the Right of Way conveyed by this Quitclaim Deed terminates at the southern edge of Benthams Road in this Section 25)					
S%S%	30	66	5E		
NE%	31	66	u	"	
S½N½ and N½SE¼	32	66	"		

SE'4SE'4NE'4 and S'2	33		66	66
All	34	44	ç.	66
W½NW¼	35	"	46	"

Excepting therefrom the following five described "Carved Out Areas", which are more particularly described in Exhibits 2 through 6 attached hereto:

- 1. Carve out between MFG Station 3108+02 and Madison Alley (Osburn Area), attached as Exhibit 2, referred to in the Consent Decree as the Burns Yaak Mine Dump;
- 2. Carve out between MFG Stations 3304+75 and 3356+27 (Wallace Area), attached as Exhibit 3, referred to in the Consent Decree as the Wallace Yard between mile marker 78.5 and 79.8;
- 3. Carve out between MFG Stations 3673+07.57 and 3685+80.26 (Mullan West Area), attached as Exhibit 4, referred to in the Consent Decree as the Morning Mine rock dump;
- 4. Carve out between MFG Stations 3765+00.53 and 3768+54.09 (Mullan Central Area), attached as Exhibit 5, referred to in the Consent Decree as possible encroachments by the Hecla tailings impoundment and the Lucky Friday Mine waste impoundment; and
- 5. Carve out between MFG Stations 3765+00.53 and 3768+54.09 (Mullan East Area), attached as Exhibit 6, referred to the in Consent Decree as the portion of the Mullan Branch between mile marker 7.15 and 7.6 that may include encroachments from the Lucky Friday Mine haul road.

EXHIBIT 2

LEGAL DESCRIPTION

FOR

UNION PACIFIC RAILROAD COMPANY "CARVE OUT" BETWEEN MFG STATION 3108+02 AND MADISON STREET (Osburn Area)

A PARCEL OF LAND, being a portion of the Union Pacific Railroad Right-of-Way, as it now exists, situated in the Southeast Quarter of Section 13, Township 48 North, Range 3 East, and the Southwest Quarter of Section 16, Township 48 North, Range 4 East, Bolse Meridian, City of Osburn, Shoshone County, Idaho, and bounded on the North by the following described line:

BEGINNING at a point on a line offset 11 feet Southerly from, and parallel with, the centerline of the asphalt bicycle path as it now exists, at station 3108+02, as measured from a brass cap marker set in concrete, marked "3107+00";

Thence, along said 11 foot Southerly offset line, South 73°09'44" East, 892.6 feet, to an angle point, at station 3116+96.5, as measured from a brass cap marker set in concrete, marked "3117+00";

Thence, deflecting 26°27'36" Southeasterly, South 46°42'07" East, 32 feet, more or less, to a point of intersection with the Southerly line of the Right-of-Way for the Union Pacific Railroad, said point being the Terminus of this described line.

The Westerly boundary of this parcel shall be a line perpendicular to said centerline of the asphalt bicycle path, at said station 3108+02, extended Southerly, to meet said Southerly line of the Right-of-Way for said Union Pacific Railroad.

The Southerly boundary of this parcel shall be said Southerly line of the Right-of-Way for the Union Pacific Railroad.

Note: Stationing cited herein is based upon the stationing markers set by MFG, Inc., for the Union Pacific Railroad Company Wallace to Mullan Branch Rails-To-Trails Project, now known as the "Trail of the Coeur d'Alenes" bicycle path.

EXHIBIT 3

LEGAL DESCRIPTION

FOR

UNION PACIFIC RAILROAD COMPANY "CARVE OUT" BETWEEN MFG STATIONS 3304+75 AND 3356+27 (WALLACE AREA)

All of the Union Pacific Railroad Right-of-Way, as it now exists, between stations 3304+75 and 3356+27 of the "Trail of the Coeur d'Alenes" bicycle path, as measured from stationing markers installed by MFG, Inc., for the Union Pacific Railroad Company Wallace to Mullan Branch Rails-To-Trails Project, situated in Section 27, Township 48 North, Range 4 East, Boise Meridian, Shoshone County, Idaho, excepting there from the following three parcels, more particularly described as follows:

PARCEL 1:

The Northwesterly boundary of this parcel shall be a line perpendicular to the centerline of the asphalt bicycle path, as it now exists, at station 3304+75, as measured from a brass cap marker set in concrete, market "3304+00".

The Southwesterly boundary of this parcel shall be a line offset 9 feet Southwesterly from, and parallel with the centerine of said asphalt bicycle path.

The Northeasterly boundary of this parcel shall be the Northeasterly line of said Railroad Right-of-Way.

The Southeasterly boundary of this parcel shall be a line perpendicular to the centerline of said asphalt bicycle path, at station 3308+52, as measured from a brass cap marker set in concrete, marked "3309+00".

PARCEL 2:

An 18 foot wide strip of land, the boundaries of which are situated 9 feet on each side of the centerline of said asphalt bicycle path, more particularly described as follows:

BEGINNING at said station 3308+52, on the centerline of said bicycle path;

Thence, along said centerline, more or less, as follows:

127.02 feet, along the arc of a 2200 foot radius curve concave to the Northwest, having a central angle of 03°18'29" and a long chord bearing South 50°08'25" East, 127.00 feet, to a point of tangency:

South 51°47'39" East, 148.12 feet, to a point of tangent curvature;

319.76 feet, along the arc of a 2800 foot radius curve concave to the Southwest, having a central angle of 06°32'35" and a long chord bearing South 48°3 | '22" East, 319.59 feet, to a point of tangency;

South 45°15'04" East, 607.55 feet, to a point of tangent curvature;

368.21 feet, along the arc of a 3200 foot radius curve concave to the Northeast, having a central angle of 06°35'34" and a long chord bearing South 48°32'51" East, 368.01 feet, to a point of targency;

South 51°50'38" East, 490.76 feet, to a point of tangent curvature;

117.03 feet, along the arc of a 1190 foot radius curve concave to the Southwest, having a central angle of 05°38'06" and a long chord bearing South 49°01'35" East, 116.99 feet, to a point of tangency;

South 46°12'32" East, 1850.86 feet, to a point of tangent curvature;

488.19 feet, along the arc of a 1405.63 foot radius curve concave to the Southwest, having a central angle of 19°53'58" and a long chord bearing South 36°15'34" East, 485.74 feet, to a point of tangency;

South 26"18"35" East, 263.8 feet, more or less, to the Terminus of said centerline, at station 3358+27, as measured from a brase cap marker set in concrete, marked "3355+00".

PARCEL 3:

The Easterly boundary of this parcel shall be a line offset 9 feet Westerly from, and parallel with the centerline of sald asphalt bicycle path.

The Southerly boundary of this parcel shall be a line perpendicular to the centerline of said asphalt bicycle path, at said station 3356+27.

The Northwesterly boundary of this parcel shall be a line beginning at a point on said line offset 9 feet Westerly from, and parallel with the centerline of said asphalt bicycle path, at station 3355+09, as measured from said brass cap marker set in concrete, marked "3355+00", and terminating at the point of intersection of said Southerly boundary with the Westerly line of the Right-of-Way for the Union Pacific Railroad.

PARCEL 4:

The Northerly boundary of this parcel shall be a line perpendicular to the centerline of said asphalt bicycle path, at station 3356+18.

The Southerly boundary of this parcel shall be a line perpendicular to the centerline of said asphalt bicycle path, at said station 3356+27.

The Westerly boundary of this parcel shall be a line offset 9 feet Easterly from, and parallel with the centerline of said asphalt bicycle path.

The Easterly boundary of this parcel shall be the Easterly line of said Right-of-Way for the Union Pacific Railroad.

LEGAL DESCRIPTION

FOR

UNION PACIFIC RAILROAD COMPANY
"CARVE OUT" BETWEEN MFG STATIONS 3873+07.57 AND 3685+80.26
(Mullan West Area)

A PARCEL OF LAND, being a portion of the Union Pacific Reliroad Right-of-Way, as it now exists, situated in Sections 33 and 34, Township 48 North, Range 5 East, Boise Meridian, Shoshone County, Idaho, more particularly described as follows:

The Northerly boundary of this parcel shall be the Northerly line of the Right-of-Way for the Union Pacific Railroad, as it now exists.

The Southerly boundary of this parcel shall be a line offset 9.5 feet Northerly from, and parallel with, the centerline of the asphalt bicycle path as it now exists;

The Westerly boundary of this parcel shall be a line between the following two points:

A point situated on said Northerly line of the Right-of-Way for the Union Pecific Railroad, at station 3673+07.57;

A point situated on said 9.5 foot Northerly offset line, at station 3673+25.10:

The Easterly boundary of this parcel shall be a line between the following two points:

A point situated on said Northerly line of the Right-of-Way for the Union Pacific Railroad, at station 3685+76.79;

A point situated on said 9.5 foot Northerly offset line, at station 3685+80.26;

Note: Stationing cited herein is based upon the stationing markers set by MFG, inc., for the Union Pacific Railroad Company Walace to Mulian Branch Rails-To-Trails Project, now known as the "Trail of the Coeur d'Alanes" bicycle path. The specific stationing marker used for this description was a brass cap set in concrete and marked 3586+00.

EXHIBIT 5

LEGAL DESCRIPTION

FOR

UNION PACIFIC RAILROAD COMPANY *CARVE OUT" BETWEEN MFG STATIONS 3765+00.53 AND 3768+54.09 (Mullan Central Area)

A PARCEL OF LAND, being a portion of the Union Pacific Railroad Right-of-Way, as it now exists, situated in Section 34, Township 48 North, Range 5 East, Boise Meridian, Shoshone County, Idaho, more particularly described as follows:

BEGINNING at a point on the Northwesterly line of the Right-of-Way for said Union Pacific Railroad, said line being offset 78.5 feet Northwesterly from, and parallel with, the centerline of said Right-of-Way, at station 3702+14.33, this station and all others herein being measured from a brass cap marker set in concrete, marked "3702+00" (See note at end of this description);

Thence, along said Northerly Right-of-Way line as follows:

436.34 feet, along the arc of a 494.58 foot radius curve concave to the Northwest, having a central angle of 50°32′55" and a long chord bearing North 58°26′02" East, 422.32 feet, to a point of tangency, at station 3707+19.92, 78.5 feet left of said centerline;

North 33°09'35" East, 476.71 feet, to station 3711+96.62, 78.5 feet left of said centerline;

Perpendicularly, North 56°50'25" West, 100.00 feet, to station 3711+96.62, 178.5 feet left of said centerline;

Perpendicularly, North 33°09'35" East, 878.00 feet, to station 3720+74.62, 178.5 feet left of said centerline;

Thence, leaving said Northerly Right-of-Way line, perpendicularly, South 56°50'25" East, 169.00 feet, to a point on a line offset 9.5 feet Northwesterly from, and parallel with, said centerline, at station 3720+74.62;

Thence, along said 9.5 foot Northwesterly offset line as follows:

South 33°09'35" West, 1354.70 feet, to station 3707+19.92, to a point of tangent curvature;

413.21 feet, along the arc of a 563.58 foot radius curve concave to the Northwest, having a central angle of 42"00"31" and a long chord bearing South 54"09"50" West, 404.02 feet, to station 3702+99.74;

Thence, leaving said offset line, North 59°25'44" West, 104.60 feet, to the POINT OF BEGINNING.

Note: Stationing cited herein is based upon the stationing markers set by MFG, inc., for the Union Pacific Railroad Company Wallace to Mullan Branch Rails-To-Trails Project, now known as the "Trail of the Coeur d'Alenes" bicycle path.

CENTERLINE OF RR R/W

STA: 3702+99.74 OFFSET: 8.50 L

The Name

Page

3

of

"TRAIL OF THE COEUR D'ALENES"
BICYCLE PATH.

200

3

STA: 3720+74.82 OFFSET: 178.50 U

EXHIBIT 6

LEGAL DESCRIPTION

FOR

UNION PACIFIC RAILROAD COMPANY "CARVE OUT" BETWEEN MFG STATIONS 3765+00.53 AND 3768+54.09 (Mullan East Area)

A PARCEL OF LAND, being a portion of the Union Pacific Reliroad Right-of-Way, as it now exists, situated in Section 35, Township 48 North, Range 5 East, Boise Meridian, Shoshone County, Idaho, more particularly described as follows:

BEGINNING at a point on the Northerly line of the Right-of-Way for said Union Pacific Railroad, said line being offset 100,00 feet Northerly from, and parallel with, the centerline of said Right-of-Way, at station 3765+00.53, this station and all others herein being measured from a brass cap marker set in concrete, marked "3760+00" (See note at end of this description);

Thence, along said Northerly Right-of-Way line, South 81"05'21" East, 256.63 feet, to a point of tangent curvature, at station 3767+57.06;

Thence, continuing along said Northerly Right-of-Way line, 88.57 feet, along the arc of a 1048.60 foot radius curve concave to the North, having a central angle of 04°50′55° and a long chord bearing South 83°30′48° East, 88.54 feet, to station 3768+54.09;

Thence, radially to said curve, South 04°03'44" West, 96.31 feet, to station 3768+54.09, 3.69 feet left of said centerline;

Thence, North 78°44'33" West, 204.13 feet, to station 3796+49.71, 16.14 feet left of said centerline:

Thence, North 31°47'32' West, 50.38 feet, to station 3766+16.85, 54.33 feet left of said centerline;

Thence, North 89°45'05" West, 95.77 feet, to station 3765+22.17, 39.91 feet left of said centerline:

Thence, North 10d53'53" West, 63.87 feet, to the POINT OF BEGINNING.

Note: Stationing cited herein is based upon the stationing markers set by MFG, Inc., for the Union Pacific Reliroad Company Wallace to Mullan Branch Rails-To-Trails Project, now known as the "Trail of the Coeur d'Alenes" bloycle path.

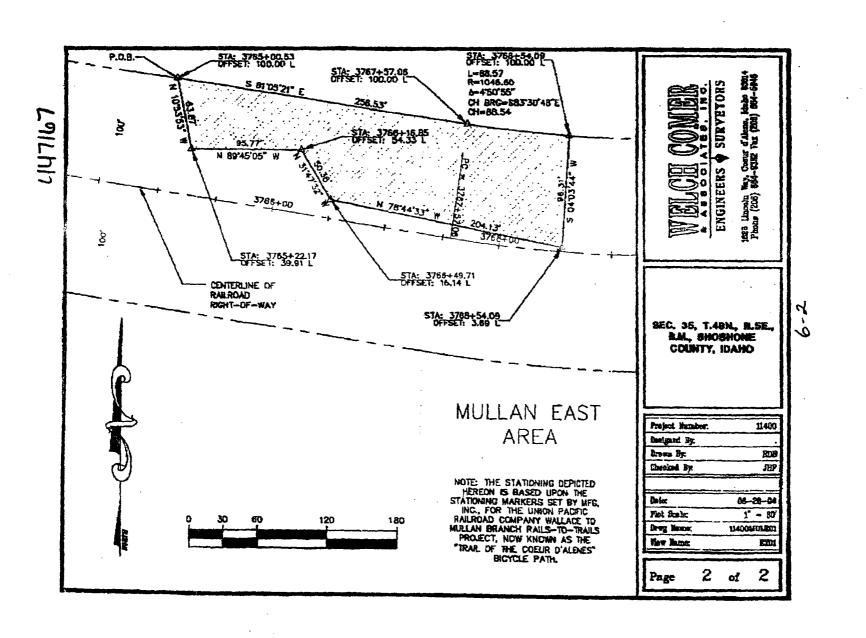


Exhibit 7

CERTIFICATION OF NON-FOREIGN STATUS

Section 1445 of the Internal Revenue Code provides that a transferee of a U.S. real property interest must withhold tax if the transferor is a foreign person. To inform the transferee that withholding of tax is not required upon the disposition of a U.S. real property interest by UNION PACIFIC RAILROAD COMPANY, the undersigned hereby certifies the following on behalf of UNION PACIFIC RAILROAD COMPANY:

- 1. UNION PACIFIC RAILROAD COMPANY is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those terms are defined in the Internal Revenue Code and Income Tax Regulations);
- 2. UNION PACIFIC RAILROAD COMPANY is not a disregarded entity as defined in Section 1.445.2(b)(2)(iii) of the Internal Revenue Code;
- 2. UNION PACIFIC RAILROAD COMPANY'S U.S. employer identification number is 94-6001323; and
- 3. UNION PACIFIC RAILROAD COMPANY's office address is 1400 Douglas Street, Omaha, Nebraska, 68179, and state of incorporation is Delaware.

UNION PACIFIC RAILROAD COMPANY agrees to inform the transferee is it becomes a foreign person at any time during the three-year period immediately following the date of this notice.

The undersigned understands that this Certification may be disclosed to the Internal Revenue Service by transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

This Certification is made with the knowledge that the Transferee(s) is/are relying upon this Certification in purchasing property from UNION PACIFIC RAILROAD COMPANY.

Under penalties of perjury I declare that I have examined this Certification and to the best of my knowledge and belief, it is true, correct and complete, and I further declare that I have authority to sign this document on behalf of UNION PACIFIC RAILROAD COMPANY.

By: Instrument # 447167	UNION PACIFIC RAILROAD COMPANY	447167
Title: Assistant Vice President - Real Estate WALLACE, SHOSHONE COUNTY, IDAHO 9-5-2008 11:19:00 No. of Pages: 20 Recorded for: THE CLEARY LAW GROUP, P.C. PEGGY DELANGE-WHITE EX-Officio Recorder Deputy Index to: QUITCLAIM DEED	 Assistant Vice President - Real Estate	WALLACE, SHOSHONE COUNTY, IDAHO 9-5-2008 11:19:00 No. of Pages: 20 Recorded for : THE CLEARY LAW GROUP, P.C. PEGGY DELANGE-WHITE Ex-Officio Recorder Deputy

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